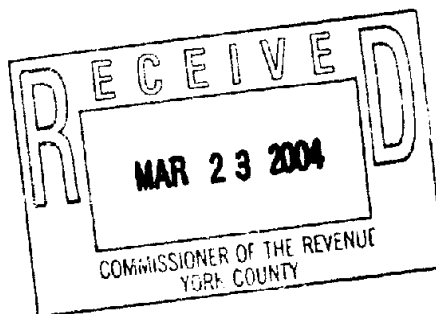


SOUTHTRUST BANK

Memo

To: Commissioner of the Revenue
From: Jennifer McBride
Date: 3/17/2004
Re: 2002 Amended VA Bank Franchise Return



Please accept the Amended 2002 Virginia Bank Franchise Return, Schedules C and H. The return has been amended for several items. At original filing, goodwill was not included. However, according to Section 58.1-1206(A)(5) any amount equal to ninety percent of goodwill created in connection with any acquisition or merger occurring on or after July 1, 2001 can be deducted from gross capital. It has been included in line 7. Also, total assets shall not include goodwill described in subdivision 5 according to subdivision 3. A correction has been made to the retained earnings and surplus of the subsidiaries included in gross capital. The real estate taxed by Virginia locality has been changed according to Carolyn Halstead with Virginia Beach.

Please send refund checks to: SouthTrust Bank
Jennifer McBride A-001-WC-204
220 Wildwood Pkwy
Birmingham, AL 35209

Should you need to contact me my direct line is (205) 259-5873 and my e-mail address is jennifer.mcbride@southtrust.com. Thank you.